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INTERSTATE COMMERCE COMMISSION

RELEASE AND REASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS, that:

WHEREAS, UNITED STATES RAILWAY LEASING COMPANY, an Illinois corporation (the "Company"), has heretofore executed and delivered a certain Chattel Mortgage dated as of December 18, 1974, as amended April 15, 1975 (said Chattel Mortgage as amended being hereinafter sometimes called the "Mortgage") from the Company to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent (the "Mortgagee"), mortgaging certain railroad cars as security for the indebtedness of the Company in the aggregate principal amount of \$24,200,000, and issued under and secured by the Mortgage; and

WHEREAS, the Mortgage has been filed for record in the office of the Interstate Commerce Commission in Washington, D.C. under Recordation No. 7761 and 7761-R; and

WHEREAS, the Company has also executed and delivered to the Mortgagee as additional security for the indebtedness above referred to eighteen (18) separate Assignments of Lease each dated December 18, 1974 (the "Assignments of Lease") assigning to the Mortgagee all of the Company's right, title and interest in and to those certain leases described in the Mortgage; and

WHEREAS, said Assignments of Lease have been filed for record in the office of the Interstate Commerce Commission in Washington, D. C. as Recordation Nos. 7761-A, 7761-B, 7761-C, 7761-F, 7761-G, 7761-H, 7761-I, 7761-K, 7761-M, 7761-N, 7761-Q, 7761-Y, 7761-Z, 7761-AA, 7761-BB, 7761-CC, 7761-DD and 7761-EE, respectively;

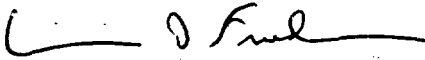
WHEREAS, the indebtedness secured by said Mortgage and said Assignments of Lease have been fully paid and satisfied and the Company has requested the Mortgagee to release and discharge of record its rights arising under the foregoing instruments and documents;

NOW, THEREFORE, the Mortgagee does hereby release, remise and quit-claim unto the Company all right, title and interest which the Mortgagee acquired or may have acquired under and by virtue of the Mortgage in and to any of the equipment and railroad cars therein described or referred to and all right, title and interest which the Mortgagee acquired or may have acquired under and by virtue of the Assignments of Lease in and to any of the rents and other rights or benefits arising under the Leases described in the Mortgage, including any property subject thereto.

This Release and Reassignment may be executed and acknowledged and delivered in any number of counterparts, each such counterpart constituting an original but all together only one instrument.


IN WITNESS WHEREOF, the Mortgagee has caused this instrument to be executed in its name by one of its officers thereunto duly authorized and its corporate seal to be hereunto affixed and attested to by one of its Assistant Secretaries, all as of this 16th day of December, 1975.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO, AS AGENT

BY 
Its Vice President

(Corporate Seal)


Attest:


Operations Officer

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, C. F. OKARMA, a Notary Public in and for and residing in the said County in the State afore-said, do hereby certify that MAURICE G. FLEISCHMAN, personally known to me and known to me to be a Vice President of Continental Illinois National Bank and Trust Company of Chicago, and W. J. BUCKLEY, personally known to me and known to me to be an Operations Officer of Continental Illinois National Bank and Trust Company of Chicago, whose names are subscribed to the within instrument, appeared before me this day in person and severally acknowledged that they being thereunto duly authorized and as such Vice President and Operations Officer, they signed and delivered the said instrument of writing as Vice President and Operations Officer of said Bank, and caused the seal of said Bank to be thereunto affixed, as their free and voluntary act and as the free and voluntary act and deed of said Bank, for the uses and purposes therein set forth.

Given under my and notarial seal, this 16th day of December, 1975.



Notary Public

MY COMMISSION EXPIRES FEBRUARY 11, 1976

My Commission expires _____.

(Notarial Seal)